

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
W.R. Grace & Co., <i>et al.</i> ,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Debtors.	)	

**APPLICATION OF CONWAY, DEL GENIO, GRIES & CO., LLC<sup>1</sup> FOR  
FINAL APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO  
THE OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS**

Name of Applicant:	Conway, Del Genio, Gries & Co., LLC
Authorized to provide professional services to:	Official Committee of Asbestos Property Damage Claimants
Date of retention:	Retention order entered on October 22, 2001, <u>Nunc Pro Tunc</u> , to April 27, 2001
Final Compensation Period:	April 27, 2001 through June 30, 2008
Amount of compensation sought as actual reasonable and necessary:	<u>\$4,778,081.06</u> <sup>2, 3</sup>
Amount of expense reimbursement sought as actual reasonable and necessary:	<u>\$72,783.36</u> <sup>4, 5</sup>
This is an: ___interim <u>X</u> final application	

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<sup>1</sup> Conway, Del Genio, Gries & Co., LLC is now known as CDG Group, LLC.

<sup>2</sup> Reflects fees approved for interim applications based on Fee Auditor review and recommendations.

<sup>3</sup> Total includes final fees incurred in the Fraudulent Transfer Litigation Against Sealed Air Corporation, Cryovac, Inc. and Fresenius Medical Care Holdings.

<sup>4</sup> Reflects expenses approved for interim applications based on Fee Auditor review and recommendations.

<sup>5</sup> Total includes final expenses incurred in the Fraudulent Transfer Litigation Against Sealed Air Corporation, Cryovac, Inc. and Fresenius Medical Care Holdings.

### HISTORY OF FEES/COSTS REQUESTED AND FEES/COSTS APPROVED

Date Filed	App Doc #	Fees Requested	Expenses Requested	Covering Dates	Order Doct #	Order File Date	Fees Approved	Expenses Approved
10/26/01	1036	\$620,000.00	\$14,376.21	4/27/01 - 9/30/01				
11/29/01	1267	\$150,000.00	\$1,657.00	10/1/01 - 10/31/01				
02/25/02	1718	\$300,000.00	\$2,406.91	11/1/01 - 12/31/01	3091	11/25/02	\$1,070,000.00	\$18,440.12
05/24/02	2107	\$450,000.00	\$4,809.71	1/1/02 - 3/31/02	2797	10/09/02	\$450,000.00	\$4,809.71
03/21/03	3532	\$28,420.00	\$2,919.16	4/1/02 - 6/30/02				
04/02/03	3596	\$21,808.75	\$855.33	7/1/02 - 9/30/02				
04/17/03	3677	\$13,987.12	\$0.00	10/1/02 - 12/31/02	4157	07/28/03	\$64,215.87	\$3,774.49
06/11/03	3891	\$173,154.00	\$838.02	1/1/03 - 3/31/03	4480	09/22/03	\$173,154.00	\$838.02
09/24/03	4493	\$240,847.00	\$3,237.13	4/1/03 - 6/30/03	4827	12/15/03	\$240,847.00	\$3,237.13
02/11/04	5087	\$300,000.00	\$1,689.24	7/1/03 - 9/30/03	5482	04/26/04	\$300,000.00	\$1,689.24
05/21/04	5629	\$300,000.00	\$48.17	10/1/03 - 12/31/03	5822	06/16/04	\$300,000.00	\$48.17
05/24/04	5636	\$300,000.00	\$761.69	1/1/04 - 3/31/04	6465	09/27/04	\$79,661.06	\$761.69
11/09/04	6858	\$150,000.00	\$222.33	4/1/04 - 6/30/04	7622	01/26/05	\$150,000.00	\$222.33
11/18/04	6986	\$150,000.00	\$2,721.77	7/1/04 - 9/30/04	8081	03/22/05	\$150,000.00	\$2,569.11
04/14/05	8241	\$150,000.00	\$116.26	10/1/04 - 12/31/04	8728	06/29/05	\$150,000.00	\$116.26
08/05/05	9143	\$150,000.00	\$1,703.91	1/1/05 - 3/31/05	9513	09/27/05	\$150,000.00	\$1,703.91
11/02/05	10970	\$150,000.00	\$11.59	4/1/05 - 6/30/05	11402	12/21/05	\$150,000.00	\$11.59
11/03/05	10992	\$150,000.00	\$2,522.24	7/1/05 - 9/30/05	12121	03/27/06	\$150,000.00	\$2,522.24
11/03/05	10993	\$50,000.00	\$2,197.14	10/1/05 - 10/31/05				
02/14/06	11775	\$100,000.00	\$1,540.32	11/1/05 - 12/31/05	12660	06/16/06	\$150,000.00	\$3,737.46
05/15/06	12428	\$25,000.00	\$23.92	1/1/06 - 1/31/06				
05/15/06	12429	\$25,000.00	\$647.13	2/1/06 - 2/28/06				
05/15/06	12430	\$25,000.00	\$1,413.80	3/1/06 - 3/31/06	13298	09/26/06	\$75,000.00	\$2,084.85

08/16/06	12995	\$5,000.00	\$0.00	4/1/06 - 4/30/06				
08/16/06	12996	\$10,000.00	\$249.87	5/1/06 - 5/31/06				
08/16/06	12997	\$10,000.00	\$11.00	6/1/06 - 6/30/06	14069	12/19/06	\$25,000.00	\$260.87
11/14/06	13670	\$10,000.00	\$337.06	7/1/06 - 7/31/06				
11/14/06	13671	\$10,000.00	\$33.00	8/1/06 - 8/31/06				
11/14/06	13672	\$5,000.00	\$680.86	9/1/06- 9/30/06	15494	05/03/07	\$25,000.00	\$1,050.92
02/15/07	14576	\$10,000.00	\$114.75	10/1/06 - 10/31/06				
02/15/07	14577	\$10,000.00	\$0.00	11/1/06 - 11/30/06				
02/15/07	14578	\$5,000.00	\$0.00	12/1/06- 12/31/06	16105	06/20/07	\$25,000.00	\$114.75
08/14/08	16561	\$25,000.00		1/1/07 - 3/31/07				
08/14/08	16562	\$25,000.00	\$20.00	4/1/07 - 6/30/07	17629	12/13/07	\$50,000.00	\$20.00
10/01/08	19680	\$100,000.00	\$304.83	07/01/07- 06/30/08	20283	12/17/08	\$100,000.00	\$304.83
TOTAL		\$4,248,216.87	\$48,470.35				\$4,027,877.93	\$48,317.69

**HISTORY OF FEES/COSTS REQUESTED AND FEES/COSTS APPROVED IN ADVERSARY  
PROCEEDING NO. 02-2210**

Date Filed	App Doc #	Fees Requested	Expenses Requested	Covering Dates	Order Doct #	Order File Date	Fees Approved	Expenses Approved
4/3/03	469	\$364,913.00	\$14,648.76	N/A	24678	4/27/10	\$364,913.00	\$14,648.76
4/9/03	472	\$278,191.25	\$18,149.73	N/A	24678	4/27/10	\$278,191.25	\$18,149.73
4/22/03	480	\$286,012.88	\$6,028.91	N/A	24678	4/27/10	\$286,012.88	\$6,028.91
6/11/03	515	\$126,846.00	\$152.15	N/A	24678	4/27/10	\$126,846.00	\$152.15
9/26/03	569	\$59,153.00	\$134.88	N/A	24678	4/27/10	\$59,153.00	\$134.88
Total		\$750,203.13	\$24,465.67	N/A	24678		\$750,203.13	\$24,465.67

**ATTACHMENT B**

CDG Group, LLC was retained on a flat-fee, monthly basis, which fee was reduced or waived during certain months as reflected herein. The hours billed by each professional are reflected in the previously filed monthly and quarterly applications.

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FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
W.R. Grace & Co., <i>et al.</i> ,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
Debtors.	)	

**APPLICATION OF CONWAY, DEL GENIO, GRIES & CO., LLC<sup>6</sup> FOR  
FINAL APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO  
THE OFFICIAL COMMITTEE OF ASBESTOS PROPERTY DAMAGE CLAIMANTS**

Conway, Del Genio, Gries & Co., LLC (the "Applicant"), financial advisors to the Official Committee of Asbestos Property Damage Claimants ("PD Committee") of the above-captioned debtors (the "Debtors") in this Court, hereby submits its final Application (the "Final Application") pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Administrative Fee Order (defined below) for final approval and allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents as follows:

**I. Introduction**

1. Applicant, as financial advisors to the PD Committee, seeks final approval and allowance, pursuant to section 331 of the Bankruptcy Code of compensation for the professional services rendered by Applicant as financial advisors for the PD Committee from April 27, 2001 through June 30, 2008 (the "Final Compensation Period") in the aggregate amount of \$4,778,081.06 representing 5,813.30 hours of professional services and (ii) reimbursement of actual and necessary expenses incurred by the Applicant during the Final Compensation Period in connection with the rendition of such professional services in the aggregate amount of \$72,783.36.

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<sup>6</sup> Conway, Del Genio, Gries & Co., LLC is now known as CDG Group, LLC.

2. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

## **II. Background**

3. On April 2, 2001, each of the Debtors filed voluntary petitions for reorganization under chapter 11 of the Bankruptcy Code. The Debtors continue to operate its business and manage their properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors' chapter 11 cases have been procedurally consolidated and are being jointly administered. No trustee or examiner has been appointed in this case.

4. On April 12, 2001, the United States Trustee formed the PD Committee. Thereafter, the PD Committee approved the retention of Bilzin Sumberg Baena Price & Axelrod LLP ("Bilzin") as its counsel. On April 27, 2001, the PD Committee chose to retain the Applicant as financial advisor.

5. Pursuant to the Order of the Court dated October 22, 2001, (the "Retention Order"), the Applicant was retained as financial advisor to the PD Committee. In accordance with the Retention Order, the Court authorized the PD Committee to retain the Applicant's financial advisor at a rate of \$150,000.00 per month for twelve months and \$100,000.00 per month thereafter, plus reimbursement of actual and necessary expenses *nunc pro tunc* to April 27, 2001, pursuant to sections 1103(a) and 328(a) of title 11 of the United States Code. The Retention Order conditioned the Applicant's compensation on approval by this Court. Applicant voluntarily reduced or waived its fee during certain months of low activity in these cases.

6. The Applicant has filed forty previous interim fee applications with the Court for allowance of compensation and reimbursement of expenses for services rendered to the PD

Committee. This Final Application is submitted pursuant to the terms of the Administrative Order Under §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members approved by the Court on May 3, 2001, as amended by the Court's order of April 17, 2002 (collectively, the "Administrative Fee Order").

7. The Applicant has received no payment and no promise for payment from any source for services rendered in connection with these cases. There is no agreement or understanding between the Applicant and any other person for the sharing of compensation to be received hereunder.

8. As stated in the Certification of Kenneth E. Adelsberg, attached hereto as Exhibit "A," all of the services for which compensation is sought herein were rendered for and on behalf of the PD Committee solely in connection with these cases.

### **III. Summary of Services Rendered**

9. CDG Group, LLC was retained on a Flat-Fee, monthly basis, which fee was reduced or waived during certain months as reflected herein. The hours billed by each professional are reflected in the previously filed monthly and quarterly applications.

### **IV. Conclusion**

10. Applicant has necessarily and properly expended 5,813.50 hours of services in the performance of its duties as financial advisors to the PD Committee during the Final Compensation Period. Such services have a fair market value of \$4,778,081.06. The work involved, and thus the time expended, was carefully assigned in light of the expertise required for each particular task.

11. In addition, Applicant incurred actual out-of-pocket expenses in connection with the rendition of services to the PD Committee in the sum of \$72,783.36.

12. Applicant has reviewed the requirements set forth in Local Rule 2016-2 and believes that this Final Application complies therewith.

WHEREFORE, Applicant respectfully requests pursuant to the Administrative Fee Order: a) the final approval and allowance, pursuant to section 331 of the Bankruptcy Code of compensation for professional services rendered to the PD Committee during the Final Compensation Period in the amount of \$4,778,081.06; b) the final approval and allowance of Applicant's out-of-pocket expenses incurred in connection with the rendition of such services during the Final Compensation Period in the amount of \$72,783.36; and c) such other relief as the Court deems just.

Dated: May 12, 2014

Respectfully submitted,

BILZIN SUMBERG BAENA PRICE &  
AXELROD LLP

Counsel to the Official Committee of Asbestos Property  
Damage Claimants

1450 Brickell Avenue, Suite 2300

Miami, Florida 33131

Telephone: (305) 374-7580

Facsimile: (305) 374-7593

By: /s/ Jay M. Sakalo  
Scott L. Baena (Admitted Pro Hac Vice)  
Jay M. Sakalo (Admitted Pro Hac Vice)